

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	Chapter 11
	§	
TMT PROCUREMENT CORPORATION, <i>et al.</i> , ¹	§	Case No.: 13-33763
	§	
	§	
Debtors.	§	(Jointly Administered)

**NOTICE OF ASSIGNMENT AND TRANSFER OF ROLE AND STATUS
OF AGENT AND SECURITY TRUSTEE IN RESPECT OF E WHALE FACILITY**

1. Wilmington Trust, National Association, in its capacity as successor agent (the “**Successor Agent**”) for the lenders (the “**Lenders**”) under that certain syndicated facility (the “**Facility**”) related to that certain vessel formerly known as the *M/V E Whale*, through its undersigned counsel, hereby provides notice of the assignment and transfer of the role and status of the agent and security trustee under the Facility from Mega International Commercial Bank Co., Ltd. (“**Mega Bank**”), to the Successor Agent as of November 28, 2014.

2. A copy of the *Notice of Assignment and Transfer to Borrower, Other Obligors, Other Lenders and Account Bank*, acknowledged by Debtor E Whale Corporation, as borrower, and Debtor Ugly Duckling Holding Corp., as English guarantor, among others, is attached hereto as Exhibit A.

¹ The Debtors in these Chapter 11 cases (the “**Cases**”) are: (1) A Whale Corporation; (2) B Whale Corporation; (3) C Whale Corporation; (4) D Whale Corporation; (5) E Whale Corporation; (6) G Whale Corporation; (7) H Whale Corporation; (8) A Duckling Corporation; (9) F Elephant Inc.; (10) A Ladybug Corporation; (11) C Ladybug Corporation; (12) D Ladybug Corporation; (13) A Handy Corporation; (14) B Handy Corporation; (15) C Handy Corporation; (16) B Max Corporation; (17) New Flagship Investment Co., Ltd; (18) RoRo Line Corporation; (19) Ugly Duckling Holding Corporation; (20) Great Elephant Corporation; and (21) TMT Procurement Corporation.

3. Mega Bank, as agent on behalf of the Lenders, had asserted the following claims (the “Claims”) against the Debtors:

- Mega Bank, as agent on behalf of the Lenders, had asserted against Debtor E Whale Corporation a claim in the principal amount as of the petition date of not less than \$73,280,000.00, plus interest (including, without limitation, any default interest), fees, expenses, and other contractual liabilities in amounts to be determined, which amounts have accrued and continue to accrue, as evidenced by, among other things, the schedules of Debtor E Whale Corporation filed under Section 521(a)(1) of the Bankruptcy Code and a proof of claim filed on November 13, 2013 [Claim No. 365]; and
- Mega Bank, as agent on behalf of the Lenders, had asserted against Debtor Ugly Duckling Holding Corporation a claim in the principal amount as of the petition date of not less than \$73,280,000.00, plus interest (including, without limitation, any default interest), fees, expenses, and other contractual liabilities in amounts to be determined, which amounts have accrued and continue to accrue, as evidenced by, among other things, the schedules of Debtor Ugly Duckling Corporation filed under Section 521(a)(1) of the Bankruptcy Code and a proof of claim filed on November 13, 2013 [Claim No. 359].

4. All notices and communications in respect of the Claims, or otherwise to the Successor Agent in relation to these Cases, shall be delivered to the following address:

Wilmington Trust, National Association
50 South Sixth Street, Suite 1290
Minneapolis, MN 55402
Attention: Joshua James
Facsimile: 612-217-5651

with a copy to

Mayer Brown LLP
1675 Broadway
New York, NY 10019
Attention: Rick Hyman
Email: rhyman@mayerbrown.com

* * *

Respectfully submitted this 22nd day of December, 2014,

MAYER BROWN LLP

By: /s/ Charles S. Kelley
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State Bar No. 11199580
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and

Frederick D. Hyman (admitted *pro hac vice*)
MAYER BROWN LLP
1675 Broadway
New York, NY 10019-5820
Telephone No.: 212 506-2500
Facsimile No.: 212 262-1910
Email: fhyman@mayerbrown.com

*Attorneys for Wilmington Trust,
National Association, as Successor Agent*

CERTIFICATE OF SERVICE

I hereby certify that on December 22, 2014, the *Notice of Assignment and Transfer of Role and Status of Agent and Security Trustee in Respect of E Whale Facility* was served on all parties registered or otherwise entitled to receive electronic notices in these Cases pursuant to the Electronic Filing Procedures in this District.

Date: December 22, 2014
Houston, Texas

/s/ Charles S. Kelley
Charles S. Kelley